



THOMAS D. MARION
TREASURER

RECORDATION NO. 20774-E FILED

FEB 20 '98

2-40PM

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

February 18, 1998

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

FEB 20 2 40 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Amendment No.1, dated as of January 15, 1998.

This Amendment is a secondary document, amending the Manufacturing Agreement dated as of June 23, 1997, recorded on July 16, 1997, recordation number 20774.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
602 Kenilworth Avenue North
P.O. Box 2450
Hamilton, Ontario L8N 3J4
Canada

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
3-unit articulated all-purpose double-stack well car with 48' wells and 125-ton trucks.	FCA	286	DTTX	400000-400285

Mr. Vernon A. Williams
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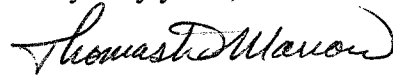
Enclosed is our check in the amount of \$24.00 to cover filing fees.

A short summary of this Amendment in the Index is as follows:

"Manufacturing Agreement Amendment No.1, substituting Annex A covering 286 articulated double-stack well cars with 48' wells and 125-ton trucks- DTTX, numbered 400000-400285."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mkh

Enclosures

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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

WHEREAS, the parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 23, 1997 (the "Manufacturing Agreement"), which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on July 16, 1997 at 1:55 pm, recordation number 20774, and

WHEREAS, eighty-nine cars have been deleted from this order, and the parties hereto desire to amend the original unit numbers on Annex A to the Manufacturing Agreement to reflect only the remaining unit numbers;

NOW THEREFORE, the parties hereto agree that the attached Annex A is hereby incorporated into the Manufacturing Agreement in substitution of the previous Annex A, and said previous Annex A is no longer in effect.

In all other respects the Manufacturing Agreement remains unchanged and in full force and effect.


IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

NATIONAL STEEL CAR LIMITED

By: 
Vice President

(CORPORATE SEAL)

ATTEST:

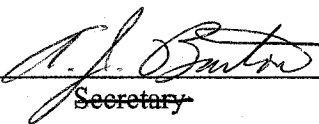

Assistant Secretary

TTX COMPANY

By: 
Treasurer

(CORPORATE SEAL)

ATTEST:


Secretary
Assistant Secretary

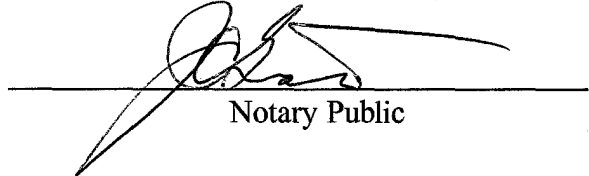
STATE OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this ____ day of February, 1998, before me personally appeared ALISTAIR WILSON
_____, to me personally known, who, being by me duly sworn, says
that he is a VICE PRESIDENT of National Steel Car Limited; that one of the seals
affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument
was signed and sealed on behalf of said corporation by authority of its Board of Directors and
they acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

James Anthony Grant, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the attestation of instruments and
the taking of affidavits for National Steel
Car Limited. Expires May 1, 1998.

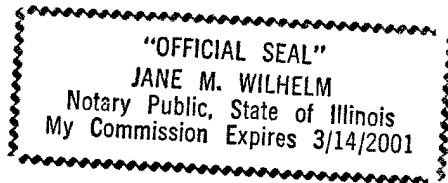
(NOTARIAL SEAL)

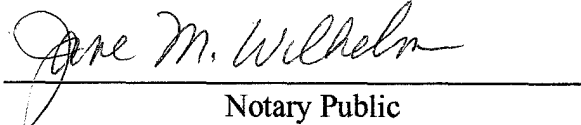
My Commission Expires:


Notary Public

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 30th day of January, 1998, before me personally appeared Thomas D. Marion, to me
personally known, who being by me duly sworn, says that he is the Treasurer of TTX Company;
that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation;
that said instrument was signed and sealed on behalf of said corporation by authority of its
Board of Directors and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.




Notary Public

(NOTARIAL SEAL)

My Commission expires:

AMENDED ANNEX A
NATIONAL STEEL CAR LIMITED
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	286	400000-400285			Aug.'97-Jan., '98	T-2097-N

ITEM 2: February 28, 1998

ITEM 3: To be determined

ITEM 4: 602 Kenilworth Avenue North
Hamilton, Ontario
Canada L8N 3J4

- * Three-unit articulated All-Purpose Double-Stack Well Car with 48' wells and 125-ton trucks. TTX Company Specification No. 68-43-011586, dated January 15, 1986, revised March 20, 1997, and TTX Supplementary Specification for Three-Unit Articulated All-Purpose Double-Stack Well Car with 48' Wells and 125-ton Trucks No. 68-91-970418 issued April 18, 1997. National Steel Car Limited Specification P-174 issued May 2, 1997.